FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

gton, D.C. 20549	OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person* Wilhite Clayton E				<u>C</u> A	2. Issuer Name and Ticker or Trading Symbol CARROLS RESTAURANT GROUP, INC. TAST										all app	olicable) ttor 10% Owner		wner		
(Last) (First) (Middle) C/O CARROLS RESTAURANT GROUP, INC. 968 JAMES ST.					3. Date of Earliest Transaction (Month/Day/Year) 08/29/2012														(specify	
				4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)										<i>'</i>					
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																				
Date					ır) E	Execution Date, if any		Transaction Disp		Disposed				4 and S		Owned Following		Direct Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
								Code	v	Amount			Price		Transaction(s) (Instr. 3 and 4)				(11341. 4)	
Common Stock, \$0.01 par value					08/29/2012			A		4,605		A ⁽¹⁾	\$0 ⁽¹⁾		69,370			D		
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																				
curity or Exercise (Month/Day/Year) if any		Date,			of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiration Date (Month/Day/Year)			Amour		ount	Deri Secu	ivative curity	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	nership rm: ect (D) Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
	(Fig. 12) (Fig.	(First) (CROLS RESTAURANT GRIES ST. USE NY (State) (Table Security (Instr. 3) Stock, \$0.01 par value Table Security (Instr. 3) 2. Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) RROLS RESTAURANT GROUP, IN IES ST. USE NY 13203 (State) (Zip) Table I - Nor Security (Instr. 3) Stock, \$0.01 par value Table II - I (2. Conversion or Exercise Price of Derivative (Month/Day/Year) (Month/Day/Year) 2. (State) (Japan State of Conversion or Exercise (Month/Day/Year) (Month/Day/Year)	(First) (Middle) RROLS RESTAURANT GROUP, INC. IES ST. USE NY 13203 (State) (Zip) Table I - Non-Deriv Security (Instr. 3) 2. Trans- Date (Month/It Stock, \$0.01 par value 2. Trable II - Derivat (e.g., pt (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year)	(First) (Middle) RROLS RESTAURANT GROUP, INC. IES ST. USE NY 13203 (State) (Zip) Table I - Non-Derivative Security (Instr. 3) 2. 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Explanation of Responses:

1. The Shares were granted to the Reporting Person pursuant to the Issuer's 2006 Stock Incentive Plan, as amended, and are subject to restrictions on transfer. The stock award reported herein shall vest and the restrictions shall lapse as follows: one-fifth (1/5) of the Shares reported herein shall vest and the restrictions shall lapse on each of August 29, 2013, August 29, 2014, August 29, 2015, August 29, 2016 and August 29, 2017, provided that the Reporting Person has continuously remained a director of the Issuer. Any unvested shares underlying the stock award reported herein will be immediately forfeited upon the Reporting Person ceasing to be a director. The stock award reported herein is not transferable unless vested.

/s/ Clayton E. Wilhite 09/06/2012

** Signature of Reporting Person Date

 $Reminder: Report \ on \ a \ separate \ line \ for \ each \ class \ of \ securities \ beneficially \ owned \ directly.$

- * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.